In the Specification:

Please replace the paragraph beginning on page 4, line 4 with the following:

A third embodiment **200** of the invention is shown in Fig. 3, wherein the advantages of the previous embodiments are coupled with further improvements to yield an optical system design ideal for a wide field of view magnifier. Such a magnifier can be used in many applications but is particularly ideal for a compact head-mounted display wherein one such system may be used for each eye for stereo viewing. **Fig. 3** represents a side-view profile of the imaging system **200**, wherein an object **202** is imaged by a compound objective lens **204** to form an intermediate image **208** after reflecting off of a beam splitter **206** and a second-surface concave mirror **210**. The light from the intermediate image **208** continues through the beam splitter **206** to be re-imaged by the lens **212** through an exit pupil **214** to form a virtual image **202'** located substantially distant from the optical system **200**. The object **202** comprises either an actual object or the image of an object, and in the particular case of a head-mounted display, generally comprises the image produced by an electronic imaging device including, but not limited to, a cathode ray tube or liquid crystal display.

B1

Please replace the two (2) consecutive paragraphs beginning on page 7, line 56 with the following:

This advantage offers yet another embodiment **300** of the invention as shown in Fig. 4. Consider a re-imaging lens which has been optimized to act on an intermediate image formed on a concave projection screen. Now consider that a scanning and modulated laser beam is used to directly form an intermediate image onto the projection screen. Since the exit pupil of the re-imaging lens is substantially independent of the size of the laser beam, the beam can be made so fine that focusing of the beam to form a focused scanning spot will not be required. As shown in Fig. 4, a scanning, modulated image source [310] 310' is placed approximately at the radius of curvature of a concave projection screen **312**. The image source [310] 310' produces a fine scanning beam which is modulated in intensity as it scans to form an intermediate image **314** on screen **312**. Screen **312** [scatters] redistributes the energy from the image source [310] 310' to fill the [entrance] exit [aperture] pupil **317** of a re-imaging lens **316** which in turn forms a distant virtual image **318** of the intermediate image.

B2

In accordance with the present invention, the image source [310] **310'** comprises any means of forming a fine scanning spot on the projection screen **312** to form the intermediate image **314**, including, but not limited to, a monochromatic or polychromatic scanning laser projector. The projection screen **312** comprises any suitable material or device to scatter the light from the intermediate image **314** into the entrance [aperture] pupil of the re-imaging lens **316**. Preferably, such scattering will be confined such that all the light from the intermediate image [310] **314** enters and uniformly fills the entrance [aperture] pupil of the lens **316**. Note that such a screen material or device may further comprise a surface which not only scatters the energy from the image source [310] **310'** but also which may absorb the light and re-emit it as the intermediate image **314**. Note further that if the image source is such that polychromatic light is produced wherein each color can be scanned to form a full-color composite intermediate image **314**, then each color component intermediate image should be scanned to pre-aberrate the intermediate image to accommodate lateral chromatic aberration in the re-imaging lens **316**. Note finally that the [unique combination of] relative independence between the projector beam size and the re-imaging lens [aperture] exit pupil, [and]in combination with the narrow projector beam size, allows the projector to be located off-axis as shown in Fig. **4**, providing that the intermediate image formed by the projector is created as an off-axis image. This advantage is made possible by the very long relative depth of focus of the intermediate image.